

Bakay Berke
 Form 4
 November 05, 2010

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Bakay Berke

(Last) (First) (Middle)

4975 PRESTON PARK BLVD.,
 SUITE 775W

(Street)

PLANO, TX 75093

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 KONA GRILL INC [KONA]

3. Date of Earliest Transaction
 (Month/Day/Year)
 11/04/2010

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock, \$0.01 par value per share	11/04/2010		P	11,000 A	\$ 3.8466 (1) 1,224,139	I	By Fund (2) (3)
Common Stock, \$0.01 par value per share					10,000	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bakay Berke 4975 PRESTON PARK BLVD., SUITE 775W PLANO, TX 75093	X	X		
BBS CAPITAL FUND LP 4975 PRESTON PARK BLVD., SUITE 775W PLANO, TX 75093	X	X		
BBS Capital GP, LP 4975 PRESTON PARK BLVD., SUITE 775W PLANO, TX 75093	X	X		
BBS Capital Management, LP 4975 PRESTON PARK BLVD., SUITE 775W PLANO, TX 75093	X	X		
BBS Capital, LLC 4975 PRESTON PARK BLVD., SUITE 775W PLANO, TX 75093	X	X		

Signatures

/s/ Berke Bakay

11/05/2010

__Signature of Reporting Person

Date

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/s/ Berke Bakay, manager of BBS Capital, LLC, general partner of BBS Capital GP, LP, general partner of BBS Capital Fund, LP	11/05/2010
__Signature of Reporting Person	Date
/s/ Berke Bakay, manager of BBS Capital, LLC, general partner of BBS Capital GP, LP	11/05/2010
__Signature of Reporting Person	Date
/s/ Berke Bakay, manager of BBS Capital, LLC, general partner of BBS Capital Management, LP	11/05/2010
__Signature of Reporting Person	Date
/s/ Berke Bakay, manager of BBS Capital, LLC	11/05/2010
__Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
 - (1) Price reported is a weighted average price. The shares were purchased in multiple transactions at prices ranging from \$3.67 to \$4.00, inclusive. The reporting persons undertake to provide Kona Grill, Inc. (the "Issuer"), any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range specified above.

The filing of this Form 4 shall not be construed as an admission that BBS Capital Management, LP ("BBS Management"), BBS Capital GP, LP ("BBS GP"), BBS Capital, LLC ("BBS Capital") or Mr. Berke Bakay are or were for the purpose of Section 16(a) of the Securities Exchange Act of 1934, as amended, or otherwise the beneficial owner of any of the shares of common stock, par value \$0.01 per share ("Common Stock"), of Kona Grill, Inc. (the "Issuer") owned by BBS Capital Fund, LP (the "Fund"). Mr. Bakay, BBS GP, BBS Management and BBS Capital each disclaim any such beneficial ownership except to the extent of their pecuniary interest.
 - (3) The Fund beneficially owns 1,224,139 shares of Common Stock of the Issuer as of November 4, 2010. BBS GP, as general partner of the Fund, BBS Capital, as the general partner of BBS GP, and Mr. Bakay may be deemed to have an indirect pecuniary interest in such shares due to the performance allocation from the Fund and their direct or indirect partnership interests in the Fund. BBS Management, as investment manager to the Fund receives an asset-based management fee from the Fund and, therefore, has no pecuniary interest.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. TR>

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7/14/2016

\$256.0052 \$255.5401 \$50.0645 \$49.1439 \$35.5039 \$35.5039 7.9973 7.9973 No

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7/15/2016

\$256.9178 \$256.2630 \$49.7167 \$49.7278 \$36.0878 \$36.0878 7.8901 7.8901 No

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7/18/2016

\$256.3399 \$256.4210 \$49.4777 \$49.7530 \$36.1130 \$36.1130 7.8895 7.8895 No
7

7/19/2016

\$257.9025 \$257.0534 \$48.7877 \$49.3274 \$35.6874 \$35.6874 8.0032 8.0032 No
8

7/20/2016

\$257.3763 \$257.2062 \$49.0258 \$49.0971 \$35.4571 \$35.4571 8.0600 8.0600 No
9

7/21/2016

\$253.9947 \$256.4245 \$48.7299 \$48.8478 \$35.2078 \$35.2078 8.0924 8.0924 No
10

7/22/2016

\$256.3571 \$255.9094 \$50.0397 \$49.2651 \$35.6251 \$35.6251 7.9815 7.9815 No
11

7/25/2016

\$255.5787 \$255.3102 \$50.4428 \$49.7375 \$36.0975 \$36.0975 7.8587 7.8587 No
12

7/26/2016

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\$254.8680 \$255.6013 \$51.6604 \$50.7143 \$37.0743 \$37.0743 7.6603 7.6603 No
13

7/27/2016

\$254.2731 \$254.9066 \$52.4098 \$51.5043 \$37.8643 \$37.8643 7.4801 7.4801 No
14

7/28/2016

\$253.9198 \$254.3536 \$50.6267 \$51.5656 \$37.9256 \$37.9256 7.4518 7.4518 No
15

7/29/2016

\$253.1352 \$253.7760 \$49.9088 \$50.9818 \$37.3418 \$37.3418 7.5512 7.5512 No
16

8/1/2016

\$254.2355 \$253.7635 \$50.4153 \$50.3169 \$36.6769 \$36.6769 7.6877 7.6877 No
17

8/2/2016

\$255.5889 \$254.3199 \$48.5845 \$49.6362 \$35.9962 \$35.9962 7.8502 7.8502 No
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Explanation of Responses:

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- (1) The calculated per-share value of Lockheed Martin common stock for purposes of the exchange offer will equal the simple arithmetic average of the daily VWAP of Lockheed Martin common stock on the NYSE on each of the Valuation Dates.
- (2) The calculated per-share value of Leidos common stock shown in this column represents the simple arithmetic average of the daily VWAP of the Leidos common stock on the NYSE on each of the Valuation Dates.
- (3) The calculated dividend adjusted per-share value of Leidos common stock for purposes of the exchange offer will equal the simple arithmetic average of the daily VWAP of the Leidos common stock on the NYSE on each of the Valuation Dates, minus \$13.64.
- (4) The calculated per-share value of Splitco common stock for the purposes of the exchange offer will equal the simple arithmetic average of the daily VWAP of Leidos common stock on the NYSE on each of the Valuation Dates, minus \$13.64.
- (5) Determined by dividing the calculated per-share value of Lockheed Martin common stock by 90% of the calculated per share value of Splitco common stock. Subject to the exchange ratio upper limit and proration. See the section in the Prospectus entitled *This Exchange Offer Terms of this Exchange Offer Proration: Tenders for Exchange by Holders of Fewer than 100 Shares of Lockheed Martin Common Stock*.
- (6) Determined by multiplying the shares of Splitco common stock to be received per share of Lockheed Martin common stock by 1.0 (which is the number of Leidos shares to be received for each share of Splitco common stock in the Merger). Subject to receipt of cash in lieu of fractional shares of Leidos common stock. See the section in the Prospectus entitled *This Exchange Offer Terms of this Exchange Offer Fractional Shares*. Note that in the exchange offer shares of Lockheed Martin will be exchanged for shares of Splitco common stock and in the Merger each share of Splitco common stock will be converted into the right to receive one share of Leidos common stock.

** No indicative calculated per-share values or indicative exchange ratios are provided for the first two days of the exchange offer period as such values require daily VWAP data for three trading days.

Source: Bloomberg Finance L.P.

Bloomberg Screen Images of Lockheed Martin VWAP and Leidos VWAP

The screen images below depict the daily VWAP (as described in the section of the Prospectus entitled Questions and Answers About This Exchange Offer and the Transactions) on the NYSE, as published by Bloomberg Finance L.P. on Bloomberg pages LMT UN<Equity>VWAP and LDOS UN<Equity>VWAP.

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Other Related Information



The information agent for the exchange offer is:

Georgeson LLC

1290 Avenue of the Americas, 9th Floor

New York, New York 10104

1-866-482-4931 (toll-free)

Forward-Looking Statements

The forward looking statements contained in the links included in this website involve risks and uncertainties that may affect Lockheed Martin's and Leidos' operations, markets, products, services, prices and other factors as discussed in filings with the SEC. These risks and uncertainties include, but are not limited to, economic, competitive, legal, governmental and technological factors. Accordingly, there is no assurance that the expectations of either company will be realized. Some of the documents linked to this website also contain statements about Lockheed Martin's agreement to separate a substantial portion of its government information technology infrastructure services business and its technical services business, which have been realigned in the Information Systems & Global Solutions (IS&GS) business segment, and combine this business with Leidos in a Reverse Morris Trust transaction (the Transaction). Many factors could cause actual results to differ materially from these forward-looking statements with respect to the Transaction, including risks relating to the completion of the transaction on anticipated terms and timing, including obtaining stockholder and regulatory approvals, anticipated tax treatment, the dependency of the exchange offer on market conditions and the value to be received in any exchange offer, unforeseen liabilities, future capital expenditures, revenues, expenses, earnings, synergies, economic performance, indebtedness, financial condition, losses, future prospects, business and management strategies for the management, expansion and growth of the new combined company's operations, Leidos' ability to integrate the businesses successfully and to achieve anticipated synergies, and the risk that disruptions from the Transaction will harm Lockheed Martin's or Leidos' business. While the list of factors presented here is considered representative, no such list should be considered to be a complete statement of all potential risks and uncertainties. Unlisted factors may present significant additional obstacles to the realization of forward-looking statements. Consequences of material differences in results as compared with those anticipated in the forward-looking statements could include, among other things, business disruption, operational problems, financial loss, legal liability to third parties and similar risks, any of which could have a material adverse effect on Lockheed Martin's or Leidos' consolidated financial condition, results of operations or liquidity. For a discussion identifying additional important factors that could cause actual results to vary materially from those anticipated in the forward-looking statements, see Lockheed Martin and Leidos' filings with the SEC, including Management's Discussion and Analysis of Financial Condition and Results of Operations and Risk Factors in Lockheed Martin's annual report on Form 10-K for the year ended December 31, 2015 and in Leidos transition report on Form 10-K for the 11-month period ended January 1, 2016 and quarterly reports on Form 10-Q which are available on the respective companies websites at <http://www.leidos.com> (Leidos) and <http://www.lockheedmartin.com> (Lockheed Martin) and at the SEC's website at <http://www.sec.gov>. Neither Lockheed Martin nor Leidos assumes any obligation to provide revisions or updates to any forward-looking statements should circumstances change, except as otherwise required by securities and other applicable laws.

Important Notices and Additional Information

This document is for informational purposes only and is neither an offer to sell or the solicitation of an offer to sell or the solicitation of an offer to buy any securities or a recommendation as to whether stockholders should participate in the exchange offer, nor shall this be considered a sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. In connection with the proposed transaction, Splitco has filed with the SEC, and the SEC declared effective on July 11, 2016, a registration statement on Form S-4/S-1 containing the Prospectus, and Leidos has filed with the SEC, and the SEC declared effective on July 11, 2016, a registration statement on Form S-4 containing the Prospectus. Lockheed Martin has filed a Tender Offer Statement on Schedule TO which more fully describes the terms and conditions of the exchange offer. The exchange offer is being made solely by the Prospectus. None of Splitco, Leidos or Lockheed Martin, or any of their respective directors or executive officers, makes any recommendation as to whether any stockholder should participate in the exchange offer. INVESTORS AND SECURITY HOLDERS ARE ADVISED TO READ THE REGISTRATION STATEMENTS/PROSPECTUS AND ANY FURTHER AMENDMENTS WHEN THEY BECOME AVAILABLE AS WELL AS ANY OTHER RELEVANT DOCUMENTS INCLUDING FILINGS WITH THE SEC INCORPORATED INTO THE REGISTRATION STATEMENTS/PROSPECTUS BEFORE MAKING AN

INVESTMENT DECISION, BECAUSE THEY CONTAIN IMPORTANT INFORMATION ABOUT THE PARTIES AND THE PROPOSED TRANSACTION. Investors and security holders may obtain a free copy of the Prospectus and other documents filed by Lockheed Martin, Splitco and Leidos with the SEC at the SEC's web site at <http://www.sec.gov>. Free copies of these documents and each of the companies' other filings (without exhibits, unless requested) with the SEC also may be obtained from the respective companies by directing a written request to Leidos at Leidos Holdings, Inc., 11951 Freedom Drive, Reston, Virginia 20190. Attention: Corporate Secretary, or to Lockheed Martin or Splitco at Lockheed Martin Corporation, 6801 Rockledge Drive, Bethesda, Maryland 20817, Attention: Corporate Secretary. Holders of Lockheed Martin common stock also will be able to obtain a copy of the Prospectus by clicking on the appropriate link on this website. Alternatively, Georgeson LLC, the information agent for the exchange offer, will, upon request, arrange to send the Prospectus to holders of Lockheed Martin common stock who call (866) 482-4937 (toll-free).